

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
	)	
W. R. Grace & Co. <u>et al.</u> <sup>1</sup> ;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.	)	<b>Hearing Date: March 22, 2004 at 12:00 p.m.</b>
		<b>Objection Deadline: December 24, 2003 at 4:00 p.m.</b>

**NOTICE OF FILING OF QUARTERLY FEE APPLICATION**

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP (“Stroock”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the Tenth Quarterly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

for the services rendered during the period July 1, 2003 through September 30, 2003, seeking compensation in the amount of \$218,222.00 and reimbursement for actual and necessary expenses in the amount of \$4,339.46 and payment of the fees and expenses of the Asbestos Issues Expert employed by the Committee in the amount of \$36,865.19 (the "Quarterly Fee Application").

Objections or responses to the Quarterly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before

**December 24, 2003 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware

19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, to Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

PER THE AMENDED OMNIBUS HEARING ORDER DATED  
DECEMBER 10, 2002, A HEARING ON THE QUARTERLY FEE APPLICATION WILL BE  
HELD BEFORE THE HONORABLE JUDITH K. FITZGERALD ON  
**MARCH 22, 2004 AT 12:00 P.M.**

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS  
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE QUARTERLY  
FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, DE  
December 4, 2003

**RESPECTFULLY SUBMITTED,**

/s/

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Co-Counsel for the Official Committee of Unsecured Creditors of  
W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
<b>W.R. Grace &amp; Co., et al.</b>	Case No. 01-01139 (JKF)
Debtors.	Jointly Administered

**TENTH QUARTERLY FEE APPLICATION OF STROOCK & STROOCK  
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Name of Applicant	<b>Stroock &amp; Stroock &amp; Lavan LLP</b>
Authorized to Provide Professional Services to:	<b>Official Committee of Unsecured Creditors</b>
Date of Retention:	<b>April 12, 2001</b>
Period for which compensation and reimbursement is sought	<b>July 1, 2003 – September 30, 2003</b>
Amount of Compensation sought as actual, reasonable and necessary:	<b>\$218,222.00</b>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<b>\$4,339.46<sup>2</sup></b>
Fees and Expenses of the Asbestos Issues Expert	<b>\$36,865.19</b>

This is an: ☒ interim ☐ final application

This is the tenth quarterly application filed

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<sup>2</sup> Please note that this amount reflects a reduction of \$203.00 by Stroock to correct a duplicative charge in the September monthly fee statement.

**Attachment A****Monthly Interim Fee Applications**

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested		Payment Received	
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 - 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I.3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$3,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$63,272.40	\$16,575.58

		Payment Requested		Payment Received	
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)		
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)		



**Quarterly Fee Applications**

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 30, 2001 D.I.770	4/12/01- 6/30/01	\$369,873.75	\$19,318.00	\$369,873.75	\$19,318.75
November 1, 2002 D.I.1068	7/1/01 – 9/31/01	\$204,923.50	\$15,015.57	\$204,923.50	\$15,015.57
February 8, 2002 D.I.1658	10/1/01 – 12/31/01	\$329,842.00	\$21,880.90 \$9,918.43*	\$329,842.00	\$21,880.90 (Stroock) \$9,918.43 (Chambers)
May 16, 2002 D.I.2064	01/01/02 – 03/31/02	\$267,170.20	\$6,149.76 \$36,352.60*	\$266,865.70	\$6,144.85 (Stroock) \$22,002.76 (Chambers)
August 16, 2002 D.I.2557	04/01/02 – 06/30/02	\$245,259.00	\$6,784.97 \$167,629.78*	\$245,259.00	\$6,784.97 (Stroock) \$167,629.78 (Chambers)
November 18, 2002 D.I.3045	07/01/02 – 09/30/02	\$280,471.77	\$28,358.07 \$17,814.45*	\$224,534.21 <sup>1</sup>	\$28,358.07 (Stroock) <sup>1</sup> \$17,814.45 (Chambers) <sup>1</sup>
March 25, 2003 D.I.3549	10/01/02 – 12/31/03	\$171,108.00	\$25,000.84 \$1,780.75*	\$136,886.40 <sup>2</sup>	\$25,000.84 (Stroock) <sup>2</sup> \$1,780.75 (Chambers) <sup>2</sup>
May 20, 2003 D.I. 3815	1/1/03 – 3/31/03	\$224,358.50	\$9,424.04 \$1,077.80*	\$224,615.50 <sup>3</sup>	\$9,424.04 (Stroock) <sup>3</sup> \$1,077.80 (Chambers) <sup>3</sup>
September 29, 2003 D.I. 4357	4/1/03 – 6/30/03	\$215,903.50	\$2,726.28 \$67,628.50*		

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\* This amount relates to the Committee's Asbestos Issues Expert.

\* This amount relates to the Committee's Asbestos Issues Expert.

<sup>1</sup> Court Order dated March 14, 2003 approved fees in the amount of \$276,535.77 and expenses in the amount of \$45,477.52.

\* This amount relates to the Committee's Asbestos Issues Expert.

<sup>2</sup> Court Order dated July 28, 2003 approved fees in the amount of \$171,108.00 and expenses in the amount of \$26,412.62.

<sup>3</sup> Court order dated September 22, 2003 approved fees in the amount of \$224,033.50 and expenses in the amount of \$10,410.22.

**WR GRACE & CO**  
**ATTACHMENT B**  
**JULY 1, 2003 - SEPTEMBER 30, 2003**

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>No. of Years</u>
				<u>In Position</u>
<b><u>Partners</u></b>				
Greenberg, Mayer	10.5	\$ 550	\$ 5,775.00	6
Kruger, Lewis	15.2	725	11,020.00	34
Levy, Mark	1.2	670	804.00	30
Kulman, Bradley	0.5	625	312.50	8
Pasquale, Kenneth	18.7	550	10,285.00	5
Wintner, Mark	22.1	625	13,812.50	23
<b><u>Associates</u></b>				
Berg, Madelaine	4.1	500	2,050.00	24
Brandes, Ronnie H.	5.4	295	1,593.00	3
Fitzgerald, Christine	15.5	395	6,122.50	7
Keppler, Abbey	3.5	495	1,732.50	17
Krieger, Arlene	235.5	495	116,572.50	20
Sasson, Moshe	63.1	445	28,079.50	10
<b><u>Paraprofessionals</u></b>				
Calvo, Fernando	6.2	180	1,116.00	3
Caskadon, Alexandra	71.6	180	12,888.00	4
Defreitas, Vaughn	42.2	115	4,853.00	17
Kaufman, Eric	1.5	120	180.00	6
Magzamen, Michael	4.2	180	756.00	1
Stutman, Sarah	1.5	180	270.00	2
<b>Total</b>	<b>522.5</b>		<b>218,222.00</b>	

**WR GRACE & CO**  
**COMPENSATION BY PROJECT CATEGORY**  
**July 1, 2003 - September 30, 2003**

<b>MATTER No.</b>	<b>PROJECT CATEGORY</b>	<b>HOURS</b>	<b>TOTAL FEES</b>
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	103.0	48,574.00
0008	Asset Analysis and Recovery	8.7	2,686.00
0013	Business Operations	31.0	15,442.50
0014	Case Administration	71.4	13,701.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	9.3	4,153.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	118.7	58,802.00
0018	Fee Application, Applicant	80.2	26,311.50
0020	Fee Application, Others	12.5	2,250.00
0021	Employee Benefits, Pension	29.3	16,043.00
0034	Litigation and Litigation Consulting	0.1	49.50
0036	Plan/Disclosure Statement/Voting Issues	9.9	5,443.00
0037	Hearings	7.9	4,921.50
0040	Employment Applications - Others	20.1	10,166.00
0041	Relief from Stay Proceeding	2.7	1,336.50
0047	Tax Issues	17.7	8,342.50
	<b>Total</b>	<b>522.5</b>	<b>218,222.00</b>

**W R GRACE & CO**  
**SUMMARY OF DISBURSEMENTS**  
**JULY 1, 2003 - SEPTEMBER 30, 2003**

Outside Messenger Service	\$ 375.50
Meals	17.91
Local Transportation	264.62
Long Distance Telephone	527.00
Duplicating Costs-in-House	1,149.00
Postage	2.54
Process Service & Calendar Watch	297.97
Facsimile Charges	32.00
Word Processing - Logit	354.00
Travel Expenses - Transportation	233.00
Westlaw	1,085.92
	-
<b>Total Disbursements</b>	<b>\$4,339.46</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	
	)	<b>Chapter 11</b>
<b>W. R. GRACE &amp; CO., <u>et al.</u><sup>1</sup></b>	)	<b>Case No. 01-01139 (JKF)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>

**TENTH QUARTERLY FEE APPLICATION BY STROOCK & STROOCK &  
LAVAN LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF W. R. GRACE & CO., et al., FOR INTERIM COMPENSATION AND  
FOR REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED  
DURING THE PERIOD FROM JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Stroock & Stroock & Lavan LLP (“Stroock” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co. (“Grace”) and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings. Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

“Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for interim allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

### INTRODUCTION

1. By this application, Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from July 1, 2003 through September 30, 2003 (the “Compensation Period”) in the aggregate amount of \$218,222.00<sup>2</sup> representing 395.3 hours of professional services and 127.2<sup>2</sup> hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by Stroock during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the aggregate amount of \$4,339.46, as well as the fees and expenses of the asbestos issues expert employed by the Committee pursuant to the Court’s June 22, 2001 Order Authorizing the Retention of Experts (the “Asbestos Issues Expert”) in respect of services rendered in the months of June, July, August and September 2003 in the aggregate amount of \$36,865.19.

2. Venue of this proceeding and this application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

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<sup>2</sup> Amount reflects Stroock’s voluntary reduction of \$205.00 from the total compensation earned during the Compensation Period relating to 1.5 hours of paraprofessional services rendered by two paraprofessionals.

## BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a world-wide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal year 2000, Grace reported a net loss of \$89.7 million<sup>3</sup> from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP ("DM&H") as its local Delaware counsel.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and

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<sup>3</sup> The Debtors' pleadings further reported that this net loss resulted in part from a \$294.0 million asbestos-related charge to earnings recorded in the fourth quarter of 2000.

asbestos-related property damage claims against the Debtors (collectively, the “Asbestos Claim Committees”). On June 18, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors (the “Equity Committee”).

7. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock’s retention as counsel to the Committee on May 30, 2001.

8. This is the tenth quarterly interim application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 as amended by order dated April 19, 2002 (collectively, the “Administrative Fee Order”).

9. In accordance with the procedures established by the Administrative Fee Order, Stroock had, at the time of filing of this application, received payment from the Debtors for 80% of the fees and 100% of Stroock’s expenses requested, and not objected to, in the July 2003 fee statement encompassed within this Compensation Period. Certificates of no objection have been filed with the Court in respect of Stroock’s August and September 2003 monthly fee statements. In addition, Stroock has received payment from the Debtors in the amount of \$14,274.25, representing the fees and expenses of Navigant Consulting, formerly known as Chambers Associates, the Asbestos Issues Expert for the Committee for the month of June 2003, but has



not received payment in respect of the fees and expenses of the Asbestos Issue Expert for the months of July, August or September 2003. Applicant has received no other payments and no promises for payment from any source for services rendered in connection with these cases for the months encompassing this Compensation Period other than as immediately set forth above. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

10. As stated in the Affidavit of Kenneth Pasquale, Esq. annexed hereto as Exhibit "A," all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

#### **SUMMARY OF SERVICES RENDERED**

11. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors' estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

12. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering

such services and in the ordinary course of Stroock's practice, and are presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of September 1, 2002. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit "B". In addition, Exhibit "C" hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

13. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which payment is requested is annexed hereto as Exhibit "D".

14. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

15. The following summary of the services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention.

**Claim Analysis, Objection & Resolution (Asbestos) -- Category 0003**

16. As previously reported, a primary topic of several extended hearings before Judge Fitzgerald during prior compensation periods, was the issue of how the Zonolite Attic Insulation (the “ZAI”) claims could and should be determined by the Court. In the course of these hearings, Judge Fitzgerald concluded that there should be a limited trial to determine whether there is scientific evidence that ZAI poses an unreasonable risk of harm before other issues are considered, including issues in respect of class certification, and bar date processes and notices. In connection with the conduct of the science trial, the parties discussed, among other issues, how to get the ZAI claims before the Court, the choice of counsel to represent the ZAI claimants, the budget for the science trial litigation, and the scope of the litigation. The Court has issued orders in connection with these issues (i) providing for the asbestos property damage committee’s (the “PD Committee”) retention of special counsel to represent the ZAI claimants, (ii) establishing a litigation schedule, and (iii) establishing procedures for the ZAI science trial.

17. The litigation schedule provided for Rule 42 consolidation motions together with any related Daubert/summary judgment motions to be filed no later than July 7, 2003 and responsive pleadings and replies to be filed no later than August 8, 2003 and August 18, 2003, respectively, and argument to be had on these and other pre-trial matters before the Court in September 2003.

18. On or prior to the filing deadlines established by the Court, lengthy summary judgment motions and legal memoranda in support thereof were filed by the Debtors and by the ZAI claimants, in addition to other pre-trial motions including the Debtors’ motion in limine to

exclude evidence of any alleged damages from ZAI, and the ZAI Claimants' motion to exclude one of the Debtors' expert's opinion on cleavage fragments, as well as were lengthy responsive pleadings and reply briefs by the parties.

19. During this Compensation Period, Stroock reviewed each of the many ZAI-related pleadings and papers filed and prepared two extensive memoranda for the Committee detailing the legal arguments asserted therein.

20. In addition to moving forward with pre-trial matters in respect of the science trial, during this Compensation Period, the ZAI-related issues also began to go through a mediation process. From time to time throughout the Compensation Period, Stroock engaged Debtors' special litigation counsel with respect to the status of the litigation and the on-going mediation efforts and continued to keep the Committee apprised of the status thereof.

21. In addition, in prior quarterly compensation applications, Stroock reported that articles had began to appear with respect to the efforts and proposals being made by certain members of Congress to enact new legislation to globally address asbestos-related claims and lawsuits asserted against businesses both within, and outside of, bankruptcy. During the prior compensation period, Congressional activity with respect to the formulation of asbestos reform legislation substantially increased as Senator Hatch proposed a draft bill and other senators proposed amendments thereto or issued statements commenting thereon.

22. During the Compensation Period, numerous articles were published and Navigant Consulting (formerly Chambers Associates) prepared numerous memoranda discussing the

legislation, various proposals amending the draft bill, and addressing those aspects of the legislation which are still the subject of disparate viewpoints. Stroock reviewed these articles, reports and memoranda, given that these are areas of direct relevance to these chapter 11 cases, and forwarded memoranda to the Committee on the asbestos-reform legislation.

23. In addition, during the Compensation Period, Debtors' counsel began to discuss with Stroock the Debtors' selection of a proposed legal representative for future asbestos claimants, and Judge Wolin issued an order directing two of the special Court-appointed consultants to establish Working Committees and select members for those committees who would represent parties in each of the five asbestos-related chapter 11 cases. With respect to this latter matter, Stroock contacted the applicable Court-appointed consultant to discuss the Working Committees generally, and its proposed role on one such committee. Stroock has expended 103.0 hours in this category for a fee of \$48,574.00.

**Asset Analysis and Recovery – Category 0008**

24. During the Compensation Period, Stroock discussed with FTI Consulting the Company's proposed acquisitions of businesses in the silica pharmaceutical area, and in connection with a specific stock acquisition target, prepared with FTI an information and documentation request for the Company and its financial advisor, and conducted preliminary research on on-going litigation and articles in respect of threatened silicosis liability litigation arising out of exposure to silica. Stroock has expended 8.7 hours in this category for a fee of \$2,686.00.

**Business Operations -- Category 0013**

25. During the Compensation Period, the Debtors filed a motion seeking authorization for an administrative consent order they had negotiated with the EPA in connection with the remediation of certain property in and around Libby, Montana. Stroock reviewed the motion and consent order, prepared memoranda raising questions and concerns with respect to the provisions of the consent order, discussed the same with counsel for the EPA, and ultimately negotiated modified language to be incorporated into the consent order with respect to the stipulated penalty provisions of the order.

26. As discussed in another section of this Application, the Debtors filed a motion (the “Pension Payments Motion”) seeking to make payments to the trust funding the Company’s defined benefit plans (the “Pension Trust”) in excess of those required to meet ERISA minimum funding requirements and contrary to the Bankruptcy Code’s prohibition on paying some unsecured creditors ahead of others. As further discussed elsewhere in this Application, the Committee’s objection to the Debtors’ motion was ultimately consensually resolved after the Debtors amended the relief they requested in several ways, including by agreeing to repatriate cash in overseas affiliates and use such funds, rather than the cash available under the Debtors’ DIP facility, to make accelerated payments to the Pension Trust. In this connection, during the Compensation Period, Stroock reviewed the Company’s analysis on the repatriation of cash and its impact and FTI Consulting’s memorandum further analyzing the cost to the Debtors’ estates from the proposed repatriation, and discussed the same with FTI.

27. In addition during the Compensation Period, Stroock reviewed the Company's second quarter 2003 operating results and FTI Consulting's draft report to the Committee thereon and discussed with FTI the Debtors' cash position, business performance and projections for the year. Stroock has expended 31.0 hours on this category for a fee of \$15,442.50.

**Case Administration -- Category 0014**

28. As reported in prior monthly compensation applications, towards the end of the November 2001 compensation period, Stroock was informed that these chapter 11 cases were being reassigned to District Court Judge Alfred Wolin. A number of orders were issued during the month of December 2001 relating to the reassignment of these cases to Judge Wolin and the reference of these cases to Judge Judith Fitzgerald.

29. During the Compensation Period, Stroock continued to closely monitor the items on the Court's general chapter 11 docket for these cases, as well as those dockets relating to each of the adversary proceedings pending in these chapter 11 cases, to ensure that the Committee was fully informed about all pending motions and adversary proceedings and that Stroock would be ready to timely respond on behalf of the Committee, as might be applicable. Stroock continued to engage Debtors' counsel and FTI Consulting on an on-going basis with respect to pending matters and information requests, reviewed agenda letters prepared for Judge Fitzgerald during the Compensation Period in respect of the hearings held each month during the period, reviewed transcripts from hearings already held before the Court, if relevant to the matters currently pending, and responded to inquiries from unsecured creditors with respect to the status of these cases generally, claims filed in respect of the March 31, 2003 bar date established for non-

asbestos, general unsecured claims in these cases and the process for the Debtors' objections thereto, and the conduct of the ZAI science trial litigation. In addition, during this Compensation Period, Stroock responded to the initial report prepared by Warren H. Smith & Associates, the Fee Auditor appointed in these cases, to Stroock's Eighth and Ninth Quarterly Fee Applications, and reviewed the final report subsequently issued by the Fee Auditor on those Quarterly Fee Applications in respect thereof. In addition, during this Compensation Period, Stroock rendered some services in this category in connection with the Debtors' motion to further extend exclusivity, including the asbestos personal injury committee's objection thereto; and in discussing a meeting with the Debtors and the Committee directed by the Court to explore a proposed consensual plan of reorganization. Stroock has expended 71.4 hours on this category for a fee of \$13,701.00.

**Claims Analyses, Objection and Resolution (Non-Asbestos) -- Category 0015**

30. During the Compensation Period, Stroock reviewed the Debtors' proposed settlement of (i) outstanding claims by the U.S. Department of Commerce Bureau of Industry & Security against Grace for its alleged pre-petition export of products in violation of export regulations and (ii) intellectual property litigation involving Grace affiliates in Italy, and communicated with Debtors' counsel the Committee's outstanding questions in connection with these two settlements. In addition, during the Compensation Period, Stroock reviewed the first and second omnibus objections to claims filed by the Debtors, discussed the tax-related claims with FTI and revised initial responses filed to the objections. Stroock has expended 9.3 hours on this category for a fee of \$4,153.00.



**Committee, Creditors' Noteholders' or Equity Holders' -- Category 0017**

31. During the Compensation Period, Stroock communicated with the members of the full Committee through numerous memoranda and telephone conversations, including a number of conference call meetings of the Committee. In order to keep the Committee fully informed of all of the pending matters in these cases, and thus enable the Committee to take informed positions on issues, Stroock thoroughly reviewed and summarized the motions filed by the Debtors and other parties in interest in these cases, raised issues the Committee should be aware of, and made recommendations to the Committee concerning appropriate actions to be taken with regard to the motions, communicated with members of the Committee regarding the positions to be taken, engaged counsel for the Debtors, and other parties and movants, as applicable, with the Committee's questions and concerns, and negotiated whenever and to the extent possible consensual resolutions of outstanding issues and acceptable forms of proposed orders and stipulations.

32. The motions, agreements, and other materials Stroock reviewed during the Compensation Period and prepared comprehensive memoranda to the Committee on included (i) the motion filed by the Debtors seeking authority to make payments to the Trust funding the Company's numerous defined benefit plans (the "Pension Payments Motion"), (ii) Debtors' motion for authority to enter into an Administrative Consent Order with the EPA concerning property in Libby, Montana, (iii) the decision rendered by the District Court for Montana finding substantial environmental liability against the Company for EPA conducted remediation, (iv) the motions filed by the Debtors seeking approval for two tax claim-related matters; one settling a tax audit with New York State and the other resolving claims with the Department of Revenue

for the State of Florida; and (v) the motion filed by Summit Ventures LLC seeking to compel one of the Debtors to assume certain real estate-related contracts and agreements.

33. Stroock rendered extensive services in this category and in the Employee/Benefit Plan category with respect to the Pension Payments Motion. Stroock reviewed the motion, analyzed the factual and legal issues raised therein, obtained the rationale and basis for the motion by discussing those issues with the Debtors and extensively discussed the motion with the Committee. The Committee authorized Stroock to file an objection to the motion in the absence of negotiating a consensual resolution of the issues the Committee had with the Debtors' motion. Stroock reviewed relevant case law and prepared an extensive objection to the motion on behalf of the Committee. Stroock informed Debtors' counsel of the Committee's concerns and position on the motion and also communicated with counsel for the PD Committee. As a result of subsequent discussions, the Debtors and the Committee reached agreement on the terms of a revised proposal for the accelerated payment of the Trust funding the Debtors' pension plans.

34. In connection with evaluating and achieving agreement on the revised proposal, Stroock reviewed and discussed with FTI Consulting economic analyses from the Debtors addressing the costs to the Debtors' estates of using different sources of cash to make the pension payments for which the Debtors sought authorization, engaged counsel for the Debtors and for the PD Committee on the terms of the amended payment proposal, prepared additional memorandum for the Committee discussing the amended proposal, and prepared proposed

revised provisions for the form of order embodying the terms of the agreement as reached with the Committee.

35. In addition, during this Compensation Period, the Debtors sought to further extend the periods during which they have the exclusive right to file plans of reorganization and solicit acceptances thereto. In granting the Debtors' motion, the Court directed the Debtors to promptly hold discussions with each of the official creditors' committees appointed in these cases to explore the terms of a proposed consensual reorganization plan. In connection therewith, the Debtors circulated plan-related materials, which Stroock discussed with the Committee and FTI Consulting both prior to and subsequent to the plan meeting with the Debtors.

36. In addition, throughout this Compensation Period, Stroock continued to keep the Committee informed with respect to pleadings filed in, and decisions issued by, this and other Courts, in respect of other asbestos-related chapter 11 cases, and with respect to articles and reports in respect of the legislative attempts to address the resolution of asbestos claims on a national basis, all of which have particular relevance to these cases.

37. Through its correspondence and communication with the Committee, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions and express the Committee's views regarding the issues which have already arisen in these cases. Stroock has expended 118.7 hours on this category for a fee of \$58,802.00.

**Fee Application, Applicant -- Category 0018**

38. During the Compensation Period, Stroock prepared its fee statements for the months of May 2003, June 2003, July 2003 and August 2003 and related notices and certifications of no objection. Stroock also prepared its response to the Fee Auditor's initial report on Stroock's Eighth Quarterly Fee Application covering the January 1, 2003 through March 31, 2003 period and prepared its Ninth Quarterly Fee Application covering the period from April 1, 2003 through June 30, 2003 (the "Prior Compensation Application"), including a narrative section summarizing the services rendered during that period by Stroock and numerous fee and expense schedules, as required by the Administrative Fee Order entered by the Court. Stroock has expended 80.2 hours on this category for a fee of \$26,311.50.

**Fee Application, Others -- Category 0020**

39. During the Compensation Period, Stroock reviewed and discussed with FTI Consulting such professional's ninth quarterly fee application and its May 2003, June 2003 and July 2003, and August 2003 fee statements. Stroock has expended 12.5 hours on this category for a fee of \$2,250.00.

**Employee/Benefits Pension -- Category 0021**

40. As reported in the Prior Compensation Application, towards the latter part of that compensation period the Debtors sought approval to make payments in the sum of \$40.0 million for each of the 2003 and 2004 calendar years to the Trust that contributes funds to Grace's defined benefit pension plans (the "Pension Payments Motion"). The proposed payments

exceeded the amounts required to be contributed to the pension plans to meet ERISA's minimum funding requirements.

41. As reflected in that portion of this Application discussing Stroock's services in the Committee –Category 0017, Stroock, during this Compensation Period, rendered extensive services for the Committee in connection with this matter, certain of which services are reflected in this category. Services billed in this category include Stroock's (i) review of pension-related documentation it requested from the Debtors, (ii) discussions with Debtors' representatives and actuary regarding the Motion, the Committee's position thereon and the amended proposal, and (iii) review of relevant case law and preparation of an objection to the Pension Payments Motion.

42. In addition, during the later portion of the Compensation Period, the Debtors sought to further modify the timeframe for the Debtors to make the agreed-upon pension-related payments. Stroock reviewed the memorandum providing the Debtors' rationale for the further payment modification and discussed the same with the Debtors. Stroock has expended 29.3 hours on this category for a fee of \$16,043.00.

**Litigation and Litigation Consulting -- Category 0034**

43. As reported in prior quarterly compensation applications, the parties had reported a tentative settlement of the fraudulent transfer litigation with Sealed Air Corporation and with Fresenius Medical Care Holdings Inc. Further, such prior applications reported that while a definitive settlement agreement had been prepared and approved by the Court with respect to Fresenius, the parties had not yet prepared a final form of settlement agreement with respect to the tentative agreement with Sealed Air.

44. During the Compensation Period, Stroock reviewed correspondence from Debtors' counsel setting forth the Debtors' position on the most recent form of Sealed Air settlement agreement. Stroock has expended 0.1 hours on this category for a fee of \$49.50.

**Plan/Disclosure Statement/Voting Issues -- Category 0036**

45. During the hearing to consider the Debtors' request to further extend their exclusive periods to file a plan of reorganization and solicit acceptances thereto, the Court directed the Debtors to have a meeting with each of the official committees appointed in these cases to discuss a potential consensual plan. In connection with the telephonic phone meeting held by the Debtors with the Committee during the Compensation Period, the Debtors forwarded certain materials including their restructuring analysis. In advance of the plan meeting, Stroock reviewed the Debtors' materials, discussed the same with FTI, prepared for the Committee meeting with the Debtors, and actively represented the interests of the Committee during this meeting. Stroock has expended 9.9 hours on this category for a fee of \$5,443.00.

**Hearings -- Category 0037**

46. During the Compensation Period, Judge Fitzgerald held three hearings during which the Court considered, among other matters, the Debtors' motion seeking to extend their exclusive periods, and the opposition filed thereto by the asbestos personal injury committee and held a status conference on the ZAI science trial. Judge Fitzgerald was also scheduled to hear the Debtors' motion seeking to retain State Street Bank and Trust Company as investment manager and fiduciary for the stock held in the W.R. Grace Employee Savings Plan, which the Committee opposed. Several days prior to the hearing, the Debtors continued the matter to

another hearing date. Stroock reviewed all relevant pleadings, orders and case law in advance of the hearings. Stroock expended 7.9 hours on this category for a fee of \$4,921.50.

**Employment Applications – Others – Category 0040**

47. During the Compensation Period, the Debtors filed a motion seeking authorization to appoint State Street Bank and Trust Company as investment manager and fiduciary for the shares of Grace common stock held in the Company's 401(k) plan for employees (the "State Street Motion"). Stroock reviewed the motion, discussed the terms of the engagement and other related matters with the Debtors' representatives, discussed the motion with the Committee, and after the Committee determined to object to the motion, engaged Debtors' representatives in discussions in an effort to resolve the Committee's objection. When that failed, Stroock prepared and filed an objection to the motion on behalf of the Committee, and prepared to argue the Committee's concerns to the Court, which was scheduled to hear the State Street Motion and the objections filed thereto at the September 2003 omnibus hearing. Stroock expended 20.1 hours on this category for a fee of \$10,166.00.

**Relief from Stay Proceedings -- Category 0041**

48. During the Compensation Period, Stroock reviewed the lift stay motion filed by Costa & Thornburg, communicated with Debtors' counsel with respect to the motion, reviewed Debtors' objection to the motion and the transcript of the hearing before the Court on such matter. Stroock expended 2.7 hours on this category for a fee of \$1,336.50.

**Tax Issues -- Category 0047**

49. The services rendered in this category during the Compensation Period related to evaluating the consequences to, and impact on, the Debtors' estates from utilizing different sources of cash to fund the Debtors' defined benefit plan in the manner they requested, and after an agreement was reached with the Debtors on the cash source to be used for presently making payments to the Trust for such pension plans, analyzing the Debtors' tax-driven rationale for modifying further the time frame for making certain of the payments. In addition, during the Compensation Period, Stroock reviewed from a tax perspective the Debtors' motion seeking to settle an audit with New York State, and the Debtors' motion seeking authorization to make payments to the Florida Department of Revenue, and related materials. Stroock expended 17.7 hours on this category for a fee of \$8,342.50.

**FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES**

50. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5<sup>th</sup> Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the complex issues



encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints requiring work late into the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a

continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has been required to attend to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as constructive criticism, has greatly contributed to the efficient administration of these cases.

The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including:

Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc., Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc., Flushing Hospital and Medical Center, Planet Hollywood International, Anchor Glass Container Corporation, Beloit Corporation in the Harnischfeger Industries Chapter 11 Cases, RSL COM U.S.A. Inc, USG Corporation, Formica Corp. Galey & Lord, Inc. and DESA Holdings.

Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the

expertise of its partners and associates in the litigation, ERISA, tax and environmental law areas to perform the wide ranging scope of the legal work necessitated by these cases.

The “Undesirability” of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

#### **ALLOWANCE OF COMPENSATION**

51. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors’ unsecured creditor body as a whole and the Debtors’ estates.

52. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors’ committee): “Reasonable compensation for actual necessary services

rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

53. The total time spent by Stroock attorneys and paraprofessionals during the Compensation Period for which Stroock seeks payment was 522.5 hours. Such services have a fair market value of \$218,222.00. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

54. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

55. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$4,339.46 for which Stroock respectfully requests reimbursement in full.

56. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Such expenses were often incurred to enable Stroock to devote time beyond normal

office hours to matters, which imposed extraordinary time demands. Stroock has endeavored to minimize these expenses to the fullest extent possible.

57. Stroock's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals", secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

58. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

59. Further, in accordance with the Court's June 22, 2001 Order Authorizing the Retention of Experts, this Application seeks payment for the fees and expenses of Navigant Consulting, formerly Chambers Associates, the asbestos issues expert engaged by the Committee, for the months of June, July, August and September 2003 in the aggregate amount of \$36,865.19. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

60. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this

application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

61. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period other than as set forth herein.

**WHEREFORE**, Stroock respectfully requests, pursuant to the Administrative Fee Order and the Court's June 22, 2001 Order Authorizing the Retention of Experts:

the allowance of compensation for professional services rendered to the Committee during the period from July 1, 2003 through and including September 30, 2003 in the amount of \$218,222.00;

the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from July 1, 2003 through and including September 30, 2003 in the amount of \$4,339.46;

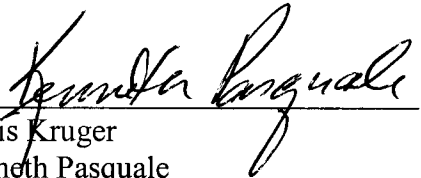
the payment of the fees and expenses of the asbestos issues expert employed by the Committee for the months of June, July, August and September 2003 in the aggregate amount of \$36,865.19;

authorizing and directing the Debtors to pay to Stroock each of the amounts set forth in (a) (b) and (c) of this WHEREFORE clause (to the extent not already paid pursuant to the Administrative Fee Order); and

granting such other and further relief as this Court may deem just  
and proper.

Dated: New York, New York  
December 4, 2003

STROOCK & STROOCK & LAVAN LLP

  
\_\_\_\_\_  
Lewis Kruger  
Kenneth Pasquale  
A Member of the Firm  
180 Maiden Lane  
New York, New York 10038-4982  
(212) 806-5400

Co-Counsel for the Official Committee of  
Unsecured Creditors of W. R. Grace & Co., et al.



## **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	<b>Chapter 11</b>
W.R. GRACE & CO., <u>et al.</u>	)	<b>Case No. 01-01139 (JKF)</b>
	)	
Debtors.	)	<b>Jointly Administered</b>

# AFFIDAVIT

[illegible]

KENNETH PASQUALE, being duly sworn, deposes and says:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP (“Stroock”), which firm maintains offices for the practice of law at 180 Maiden Lane, New York, New York 10038-4982. Stroock has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-possession before this Court.


2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Stroock's tenth quarterly application for an interim allowance of compensation and for the reimbursement of expenses for services rendered during the period from July 1, 2003 through and including September 30, 2003 in the aggregate amount of \$222,561.46 and, pursuant to the Court's June 22, 2001 Order Authorizing the Retention of Experts, in the aggregate amount of

\$36,865.19 for the fees and costs of the asbestos issues expert employed by the Committee during the months of June, July, August and September 2003.

3. All of the professional services performed by Stroock for which compensation is requested were performed for and on behalf of the Committee from July 1, 2003 through and including September 30, 2003 and not on behalf of any other person.

4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.

  
KENNETH PASQUALE

Sworn to before me this  
\_\_th day of December, 2003

\_\_\_\_\_  
Notary Public, State of New York  
No. 01MA6055692  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires March 5, 2007

## **EXHIBIT B**

**WR GRACE & CO**  
**ATTACHMENT B**  
**JULY 1, 2003 - SEPTEMBER 30, 2003**

<b>Summary of Hours</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years In Position</b>
<b><u>Partners</u></b>				
Greenberg, Mayer	10.5	\$ 550	\$ 5,775.00	6
Kruger, Lewis	15.2	725	11,020.00	34
Levy, Mark	1.2	670	804.00	30
Kulman, Bradley	0.5	625	312.50	8
Pasquale, Kenneth	18.7	550	10,285.00	5
Wintner, Mark	22.1	625	13,812.50	23
<b><u>Associates</u></b>				
Berg, Madelaine	4.1	500	2,050.00	24
Brandes, Ronnie H.	5.4	295	1,593.00	3
Fitzgerald, Christine	15.5	395	6,122.50	7
Keppler, Abbey	3.5	495	1,732.50	17
Krieger, Arlene	235.5	495	116,572.50	20
Sasson, Moshe	63.1	445	28,079.50	10
<b><u>Paraprofessionals</u></b>				
Calvo, Fernando	6.2	180	1,116.00	3
Caskadon, Alexandra	71.6	180	12,888.00	4
Defreitas, Vaughn	42.2	115	4,853.00	17
Kaufman, Eric	1.5	120	180.00	6
Magzamen, Michael	4.2	180	756.00	1
Stutman, Sarah	1.5	180	270.00	2
<b>Total</b>	<b>522.5</b>		<b>218,222.00</b>	

## **EXHIBIT C**

**WR GRACE & CO**  
**COMPENSATION BY PROJECT CATEGORY**  
**July 1, 2003 - September 30, 2003**

<b>MATTER No.</b>	<b>PROJECT CATEGORY</b>	<b>HOURS</b>	<b>TOTAL FEES</b>
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	103.0	\$48,574.00
0008	Asset Analysis and Recovery	8.7	2,686.00
0013	Business Operations	31.0	15,442.50
0014	Case Administration	71.4	13,701.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	9.3	4153
0017	Committee, Creditors', Noteholders', or Equity Holders'	118.7	58,802.00
0018	Fee Application, Applicant	80.2	26,311.50
0020	Fee Application, Others	12.5	2250
0021	Employee Benefits, Pension	29.3	16,043.00
0034	Litigation and Litigation Consulting	0.1	49.5
0036	Plan/Disclosure Statement/Voting Issues	9.9	5,443.00
0037	Hearings	7.9	4921.5
0040	Employment Applications - Others	20.1	10,166.00
0041	Relief from Stay Proceeding	2.7	1,336.50
0047	Tax Issues	17.7	8342.5
	<b>Total</b>	<b>522.5</b>	<b>\$218,222.00</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
	)	
W. R. Grace & Co. <u>et al.</u> <sup>1</sup> ;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.	)	

**Objection Deadline: September 24, 2003 at 4:00 p.m.**  
**Hearing date: To be scheduled only**  
**if objections are timely filed and served.**

**NOTICE OF FILING OF MONTHLY FEE APPLICATION**

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the Twenty-Eighth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period July 1, 2003 through

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



July 31, 2003, seeking compensation in the amount of \$79,090.50 reimbursement for actual and actual and necessary expenses in the amount of \$2,301.33 (the "Monthly Fee Application").

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before

**September 24, 2003 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755) and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor,

1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947);  
(v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins , Sears Tower,  
Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire,  
The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899  
(fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas  
Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York,  
New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee,  
Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801

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(fax number 302-573-6497); and (viii) the Fee Auditor, to Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Dated: Wilmington, DE  
September 4, 2003

**RESPECTFULLY SUBMITTED,**

/s/  
Michael R. Lastowski, Esq. (DE I.D. No. 3892)  
DUANE MORRIS LLP  
1100 North Market Street, Suite 1200  
Wilmington, DE 19801  
Telephone: (302) 657-4900  
Facsimile: (302) 657-4901  
E-mail: mlastowski@duanemorris.com

William S. Katchen, Esquire (Admitted in NJ Only)  
DUANE MORRIS LLP  
One Riverfront Plaza  
Newark, New Jersey 07102  
Telephone: (973) 424-2000  
Facsimile: (973) 424-2001  
E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire  
STROOCK & STROOCK & LAVAN LLP  
180 Maiden Lane  
New York, New York 10038-4982  
Telephone: (212) 806-5400  
Facsimile: (212) 806-6006  
e-mail: lkruger@Stroock.com

Co-Counsel for the Official Committee of  
Unsecured Creditors of W. R. Grace & Co., et al.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
W. R. Grace & Co. <u>et al.</u> ;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.	)	

Objection Deadline:  
September 24, 2003 at 4:00 p.m.  
Hearing date: To be scheduled only  
if objections are timely filed and served.

**TWENTY-EIGHTH MONTHLY FEE APPLICATION OF STROOCK & STROOCK  
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM JULY 1, 2003 THROUGH JULY 31, 2003**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	July 1, 2003 – July 31, 2003
Amount of Compensation sought as actual, reasonable and necessary:	\$79,090.50 (80% - \$63,272.40)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$2,301.33 (Stroock) \$14,274.25 (Chambers)

This is an: ☒ interim ☐ final application

*The total time expended for the preparation of the Twenty-Seventh Monthly Fee Statement and the Eighth Quarterly Fee Application is approximately 24.5 hours and the corresponding compensation requested is approximately \$10,395.00.*

**Attachment A****Monthly Interim Fee Applications**

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42

**WR GRACE & CO**  
**ATTACHMENT B**  
**JULY 1, 2003 - JULY 31, 2003**

				<b>No. of Years</b>
	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>In Position</b>
<b>Partners</b>				
Kruger, Lewis	3.6	\$ 725	\$ 2,610.00	33
Levy, Mark	1.2	670	804.00	35
Pasquale, Kenneth	10.5	550	5,775.00	4
Wintner, Mark	12.9	625	8,062.50	22
<b>Associates</b>				
Brandes, Ronnie H.	0.3	295	88.50	2
Fitzgerald, Christine	15.5	395	6,122.50	6
Keppler, Abbey	3.5	495	1,732.50	16
Krieger, Arlene	78.8	495	39,006.00	19
Sasson, Moshe	20.3	445	9,033.50	9
<b>Paraprofessionals</b>				
Caskadon, Alexandra	19.4	180	3,492.00	2
Defreitas, Vaughn	12.5	115	1,437.50	16
Magzamen, Michael	4.2	180	756.00	
Mohamed, David	0.7	115	80.50	14
Serrette, Rosemarie	0.5	180	90.00	15
<b>Total</b>	<b>183.9</b>		<b>\$ 79,090.50</b>	

**WR GRACE & CO**  
**COMPENSATION BY PROJECT CATEGORY**  
**JULY 1, 2003 - JULY 31, 2003**

<b>MATTER CODE</b>	<b>PROJECT CATEGORY</b>	<b>HOURS</b>	<b>TOTAL FEES</b>
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	36.1	\$ 17,532.50
0013	Business Operations	6.4	3,184.50
0014	Case Administration	29.0	5,055.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	2.4	737.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	52.6	24,671.00
0018	Fee Application, Applicant	24.5	10,395.00
0020	Fee Application, Others	2.5	450.00
0021	Employee Benefits, Pension	26.0	14,715.00
0034	Litigation and Litigation Consulting	0.1	49.50
0037	Hearings	0.4	220.00
0041	Relief from Stay Proceeding	2.4	1,188.00
0047	Tax Issues	1.5	892.50
	<b>Total</b>	<b>183.9</b>	<b>\$ 79,090.50</b>



# STROOCK

## SERVICE AND EXPENSE REMITTANCE SUMMARY

DATE	August 29, 2003
INVOICE NO.	299225
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098
RE	699843 W R Grace & Co

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 79,090.50
TOTAL DISBURSEMENTS/CHARGES	\$ 2,301.33
TOTAL BILL	\$ 81,391.83

Please return this page with your remittance and please reference the client/matter number on all related correspondence.

AMOUNT PAID	\$
-------------	----

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.  
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

## STROOCK

DATE	August 29, 2003
INVOICE NO.	299225
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098
RE	699843 W R Grace & Co

FOR PROFESSIONAL SERVICES RENDERED and disbursements incurred for the period  
through July 31, 2003 in connection with the following matters:

	FEES	DISBURSEMENTS	TOTAL
0003 Claim Analysis Objection, Resolution & Estimation (Asbestos)	17,532.50	0.00	17,532.50
0013 Business Operations	3,184.50	0.00	3,184.50
0014 Case Administration	5,055.00	0.00	5,055.00
0015 Claims			
Analysis/Objections/Administration (Non-Asbestos)	737.50	0.00	737.50
0017 Committee, Creditors', Noteholders', or Equity Holders'	24,671.00	0.00	24,671.00
0018 Fee Application, Applicant	10,395.00	0.00	10,395.00
0020 Fee Application, Others	450.00	0.00	450.00
0021 Employee Benefits, Pension	14,715.00	0.00	14,715.00
0024 Expenses	0.00	2,301.33	2,301.33
0034 Litigation and Litigation Consulting	49.50	0.00	49.50
0037 Hearings	220.00	0.00	220.00
0041 Relief from Stay Proceedings	1,188.00	0.00	1,188.00
0047 Tax Issues	892.50	0.00	892.50
TOTAL	79,090.50	2,301.33	81,391.83

## STROOCK

## INVOICE

DATE	August 29, 2003
INVOICE NO.	299225
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through July 31, 2003, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
----	---

DATE	DESCRIPTION	NAME	HOURS
07/02/2003	Attention to implications of Durbin amendments upon proposed asbestos legislation (.7); telephone conference R. Carlstrom/Navigant re same (.2).	Pasquale, K.	0.9
07/08/2003	Attended to documentation re: ZAI motion and memorandum of law for summary judgment and motion and brief to exclude certain expert testimony (2.9); exchanged memoranda with KP re: ZAI related pleadings (.2).	Krieger, A.	3.1
07/08/2003	Correspondence re: ZAI motions for summary judgment (.2).	Sasson, M.	0.2
07/09/2003	Exchanged memoranda with KP re: ZAI pleadings (.3); exchanged memoranda with R. Serrette re: ZAI pleadings (.1); reviewed the docket and prepared a memorandum re: ZAI related pleadings filed (.8); attend to memorandum from M. Magzamen re: ZAI	Krieger, A.	1.3

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DATE	DESCRIPTION	NAME	HOURS
07/09/2003	pleadings served on Stroock (.1). Attention to ZAI claimants' lengthy summary judgment motion submissions, including expert reports, and related motions, and began drafting memo to Committee re same (5.5).	Pasquale, K.	5.5
07/09/2003	Additional correspondence re: ZAI motions for summary judgment (.2); review KP memorandum re: ZAI motion for SJ (.3).	Sasson, M.	0.5
07/10/2003	Memoranda to M. Magzamen re: ZAI pleadings (.2); attend to asbestos reform Legislation memoranda/ articles from Navigant (.4); exchanged memo w/ R. Farrell (Navigant) re: Durbin Amendment inquiry (.2).	Krieger, A.	0.8
07/11/2003	Organize office files in connection with preparing extensive memo for the Committee re: ZAI related pleadings; o/c C. Mariano re: same.	Sasson, M.	1.5
07/14/2003	Review/summarize debtors motion for summary judgment.	Sasson, M.	2.0
07/15/2003	Memo to M. Sasson regarding review of ZAI-related documents (.1).	Krieger, A.	0.1
07/15/2003	Continued review/summarizing motions for summary judgment/in limine.	Sasson, M.	2.0
07/16/2003	Began to review asbestos-reform legislation articles/amendments (.3); exchanged memoranda with M. Sasson re: memo to the Committee re: ZAI pleadings (.1).	Krieger, A.	0.4
07/16/2003	Continued review/summarize ZAI motions in limine.	Sasson, M.	3.0
07/21/2003	Continued review of respective ZAI summary judgment and related motions (2.5).	Pasquale, K.	2.5
07/24/2003	Review motions filed in ZAI trial; outline memo to Creditors' Committee re: same.	Sasson, M.	2.0
07/25/2003	Memo to Creditors' Committee C re: various motions filed in ZAI trial.	Sasson, M.	2.0
07/28/2003	Telephone call with J. Bear regarding selection of future claims representative.	Kruger, L.	0.2

DATE	DESCRIPTION	NAME	HOURS
07/28/2003	Continued drafting memo to Committee summarizing ZAI claimants motion to exclude expert testimony (4.5).	Sasson, M.	4.5
07/29/2003	Continued drafting memo to Committee summarizing various motions re: ZAI science trial (2.5); t/c K. Pasquale re: same (.1).	Sasson, M.	2.6
07/30/2003	Telephone call with J. Bear regarding future claims representation.	Kruger, L.	0.2
07/31/2003	Telephone call with J. Bear regarding selection of future claims representative.	Kruger, L.	0.3
07/31/2003	Attention to draft memo re ZAI motions (.5).	Pasquale, K.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	5.7	\$ 495	\$ 2,821.50
Kruger, Lewis	0.7	725	507.50
Pasquale, Kenneth	9.4	550	5,170.00
Sasson, Moshe	20.3	445	9,033.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 17,532.50	

TOTAL FOR THIS MATTER	\$ 17,532.50
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RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
07/01/2003	Attend to Order issued by the NJ District Court in the ESCARG litigation against Honeywell International and Grace providing complete recovery of all costs already incurred and indemnification from all future costs (.3); telephone call with C. Troyer regarding District Court decision and monetary recovery from Honeywell (.2).	Krieger, A.	0.5
07/01/2003	Telephone call with L. Hamilton regarding Summit Ventures motion and inquiry needed from the Debtors/Blackstone (.2); continue to review Summit Ventures motion/option agreement (1.6).	Krieger, A.	1.8
07/02/2003	Attended to review of Option Agreement (2.1); prepared memorandum to C. Lane regarding questions with respect to the Debtors' position on the Summit Ventures motion and rationale (.5).	Krieger, A.	2.6
07/03/2003	Exchanged memoranda with C. Lane regarding information with respect to Summit Ventures motion (.1).	Krieger, A.	0.1
07/08/2003	T/c C. Lane re: information regarding Summit Ventures Motion (.6); conf/c S. Cunningham and L. Hamilton re: Summit Ventures matter (.3).	Krieger, A.	0.9
07/08/2003	Attended to memorandum from C. Whitney re: advice from Grace representatives that Honeywell decision has not been appealed	Krieger, A.	0.1
07/15/2003	Attended to Stipulation regarding assumption of Summit Ventures-related agreements (.1).	Krieger, A.	0.1
07/25/2003	Attention to Debtors' motion to approve EPA administrative order re Flyway (.3).	Pasquale, K.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	6.1	\$ 495	\$ 3,019.50
Pasquale, Kenneth	0.3	550	165.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 3,184.50	
TOTAL FOR THIS MATTER		\$ 3,184.50	

RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
07/01/2003	Fee Auditors final report regarding fee applications Bilzin, Sumberg Dunn Baena Price & Axelrod(.2);Elzufon Austin Reardon Tarlov & Mondell(.2); Ferry Joseph & Pearce, P.A.(.2); Holme Roberts & Own LLP(.2).	Defreitas, V.	0.8
07/02/2003	Fee Auditors final report regarding fee applications of Klett, Rooney Lieber & Schorling(.2); Kramer Levin Faftalis & Frankel(.2); Legal Analysis Systems, Inc.(.2); Nelson Mullings Riley & Scarborough LLP(.2); Wachtell Lipton Rosen & Katz (.2); Richardson Packrick Westbrook & Brickman(.2); L. Tersigni Consulting P.O.(.2).	Defreitas, V.	1.4
07/02/2003	Review various case documents received to assign categories in preparation for central database.	Defreitas, V.	1.5
07/09/2003	O/c w/ R. Serrette concerning W.R. Grace (ZAI) recent motions made and service of same (.3); organize and index received documents (3.5); emails to working group re: same (.2).	Magzamen, M.	4.0
07/09/2003	Research case docket no. 01-1139 re: recently filed pleadings (.7).	Mohamed, D.	0.7
07/09/2003	Review of Court docket and obtain motion for summary judgment (.3); Conferences with A. Krieger and M. Magzamen re service of same (.2).	Serrette, R.	0.5
07/10/2003	Assist/prepare response to Fee Auditor's initial report for the 8th Interim Period (3.5); set up Committee conference call per A. Krieger request (.3); various emails to local counsel re receipt of electronic notification (.3).	Caskadon, A.	4.1
07/10/2003	Exchanged memoranda with AC re: conference call of the Committee (.1); o/c AC re: response to Fee Auditor's initial report of SSL's 8th	Krieger, A.	0.3

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DATE	DESCRIPTION	NAME	HOURS
	quarterly application (.2).		
07/10/2003	O/c w/ A. Caskadon re: findings of docket research and materials served upon Stroock.	Magzamen, M.	0.2
07/11/2003	Assist/prepare response to fee auditor re 8th Quarterly (2.0); email S.Caban re electronic notification (.1).	Caskadon, A.	2.1
07/14/2003	Assist/draft response to fee auditor re 8th quarterly application (2.0); set up committee conference call (.3).	Caskadon, A.	2.3
07/15/2003	Assist/finalize and serve response to fee auditor (.3); email with S. Bossay re same (.1).	Caskadon, A.	0.4
07/15/2003	Fee Auditors' final report regarding fee application re: Caplin & Drydale(.2); Carella, Byrne, Bain, Gilillan, Cecchi, Stewart & Olstein(.2); Duane Morris LLP (.2); notice of seventh claim settlement (.2); Stroock&Stroock Lavan (.4); Kirkland & Ellis (.2); Lukins & Annis P.S. (.2).	Defreitas, V.	1.6
07/15/2003	Attended to files regarding Debtors' pension payment motion and related documentation (.4); office conferences with V. Defreitas regarding newly docketed matters (.3); review updated docket from local counsel and V. Defreitas, (.3); telephone call with C. Lane regarding pending matters, exclusivity motion and other pleadings to be filed (0.1); attended to numerous certificates of no objection regarding fee applications of other counsel (.2).	Krieger, A.	1.3
07/16/2003	Exchanged memoranda with A. Caskadon re: ZAI-related erroneously entered docket entries and follow up thereon necessary (.2).	Krieger, A.	0.2
07/17/2003	Researched online docket for recently docketed pleadings.	Defreitas, V.	0.5
07/17/2003	Review Fee Auditor's final report on SSL's 8th Quarterly Fee Application.	Krieger, A.	0.1
07/21/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.5

DATE	DESCRIPTION	NAME	HOURS
07/22/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.5
07/24/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.5
07/25/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.5
07/28/2003	Review various case documents to assign central file categories in preparation for central database.	Defreitas, V.	3.5
07/29/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.4
07/29/2003	T/c P. Camuso re: creditor inquiry regarding proof of claim filing.	Krieger, A.	0.1
07/30/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.4
07/31/2003	Researched online docket for recently docketed pleadings.	Defreitas, V.	0.4
07/31/2003	O/c(s) A. Caskadon re: Camuso inquiry on proof of claim and follow-up communication with Camuso.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	8.9	\$ 180	\$ 1,602.00
Defreitas, Vaughn	12.5	115	1,437.50
Krieger, Arlene	2.2	495	1,089.00
Magzamen, Michael	4.2	180	756.00
Mohamed, David	0.7	115	80.50

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Serrette, Rosemarie	0.5	180	90.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 5,055.00
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TOTAL FOR THIS MATTER	\$ 5,055.00
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RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
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DATE	DESCRIPTION	NAME	HOURS
07/25/2003	Attention to debtors' omnibus objections to claims (.4).	Pasquale, K.	0.4
07/29/2003	Attended to notice of settlement of claims asserted by US Dept of Commerce Bureau of Export Compliance (now Bureau of Industry and Security) (.2); memo to C. Lane re: questions regarding settlement (.2).	Krieger, A.	0.4
07/31/2003	Claims research re Pat Camuso claim (1.3); o/c A. Krieger re same (.2).	Caskadon, A.	1.5
07/31/2003	Exchanged memoranda with C. Lane re: settlement of Bureau of Industry claim.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	1.5	\$ 180	\$ 270.00
Krieger, Arlene	0.5	495	247.50
Pasquale, Kenneth	0.4	550	220.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 737.50	

TOTAL FOR THIS MATTER	\$ 737.50
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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
07/01/2003	Prepare memorandum to the Committee regarding status of the ZAI litigation (.2); prepare memorandum to the Committee regarding Debtors' pension payment (.3); exchanged memoranda with T. Maher regarding ZAI expert reports, discovery (.2).	Krieger, A.	0.7
07/07/2003	Prepare correspondence to Committee re: Debtors' motion for authorization to make pension payments.	Krieger, A.	5.8
07/08/2003	Review, revise memorandum for the Committee re: Debtors' motion for pension plan payment authorization (2.6); began to review pension plan-related documentation obtained from Debtors (.6); exchanged memoranda with T. Maher re: pension plan and other memoranda (.1).	Krieger, A.	3.3
07/09/2003	Conference with Arlene Krieger re debtors' motion to accelerate pension fund contributions; review and research A. Krieger Committee memo and motion papers.	Fitzgerald, C.	2.8
07/09/2003	Prepare memorandum to the Committee re: Summit Ventures motion (3.6); revised memorandum on pension motion to the Committee to reflect M. Wintner's comments (.3); memo to T. Maher re: draft Committee memorandum and pension issues (.1); exchanged memoranda with T. Maher re: pension matter (.1); exchanged memoranda with S. Cunningham re: pension matter conference call (.1); conf/c w/ Tom Maher, M. Wintner, S. Cunningham re: pension plan motion and Committee meeting to discuss pension (.7); o/c LK re: recommendation to the Committee re: Debtors' motion (.2); o/c KP, MW re: preparation of objection to motion (.2); o/c C. Fitzgerald re: preparation of objection and background information (.6); memo to C.	Krieger, A.	7.0

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DATE	DESCRIPTION	NAME	HOURS
	Fitzgerald re: necessity doctrine (.2); prepared memorandum to the Committee re: memorandum discussing pension plan motion and conf/c to discuss (.6); exchanged memoranda with F. Monaco re: Committee conference call (.1); follow-up o/c re: argument for Committee objection (.2).		
07/10/2003	Meeting with A. Krieger, M. Wintner (.5); researching and drafting objection to pension plan funding motion (7.6).	Fitzgerald, C.	8.1
07/10/2003	Exchanged memoranda with Committee members re: conf/call (.3); attend to reviewing and revising the memorandum to the Committee re Summit Ventures Motion (.8); exchanged memoranda with T. Maher re: Summit Ventures (.2); o/c(s) MW re: Committee response to Debtors' pension motion (.2); meeting w/ M. Wintner, C. Fitzgerald re: same (.4); conf/c MW, M. Levy re: overseas cash position inquiry (.3); exchanged memoranda with L. Hamilton re: overseas cash position inquiry (.2); conf/c L. Hamilton & C. Whitney re: same (.4); o/c(s) LK re: substance of call with FTI (.3); Committee conf/call re: Debtors' pension payment motion (.5); further o/c MW, LK re: Committee position on Debtors' motion (.2); t/c Jay Sakalo re: same (.6); review Hechinger Investment Bank case (.6); memo to Committee re: status of asbestos reform legislation (.5); exchanged memoranda with L. Hamilton re: Summit Ventures information (.1); exchanged memoranda with M. Coventry re: Committee position on pension plan motion (.2).	Krieger, A.	5.8
07/10/2003	Telephone conference with committee regarding pension plan funding.	Kruger, L.	0.8
07/11/2003	Complete initial draft objection to pension funding motion.	Fitzgerald, C.	4.6
07/11/2003	Review AON materials (.6); conf/c LK, D. Siegel re: Committee's position on pension plan motion (.2); exchanged memoranda with C. Fitzgerald re: Committees' position and preparation of objection (.2); o/c MW re: discussion with D. Siegel (.1); conf/c C. Lane,	Krieger, A.	5.6

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DATE	DESCRIPTION	NAME	HOURS
	B McGowan re: pension motion and Committee's position thereon (.5); o/c MW, LK re: discussion with Debtors' representatives (.2); exchanged memoranda with C. Lane re: conf/c w/ Debtors' representatives, MW, AGK re: Committee's position (.2); conf/c B. McGowan, other Grace representatives, MW re: Debtors' pension plan motion, discussion of Committee's position, proposed amendment to relief requested (1.1); follow-up t/c C. Lane re: same (.5); t/c J. Sakalo re: discussion with Debtors and proposal, PD Committee position and discussion with Debtors (.4); review of economic analysis comparing costs of repatriating funds versus drawing funds under the DIP (.1); t/c(s) C. Whitney Troyer re: economic analysis (.4); prepare memorandum for the Committee re: discussions with Debtors' representatives, modified proposal for consideration, 7/14 conf/call to discuss same (.5); o/c(s) MW re: Committee memorandum, economic analysis, draft objection (.2), exchanged memoranda with C. Fitzgerald re: draft objection (.1); revise Committee memorandum and forward same (.2); attended to memorandum from W. Katchen re: case law for Committee objection (.1).		
07/14/2003	Memos to M. Wintner regarding mark-up of Committee objection to Debtors' pension payment motion (.2); office conference(s) with A. Keppler regarding above and preparation of final form of objection (.4); office conference(s) with S. Cunningham regarding conversation with P. Zilly regarding repatriation cost analysis and other information requests (.4); conferences with S. Cunningham and T. Maher regarding Company's offer on sourcing of pension payment funding (.3); memorandum to the Committee regarding conference call to discuss Company's offer (.2); review FTI analysis on repatriation of cash (.4); office conference with LK regarding repatriation cash issue (.1); conference call with the Committee regarding Debtors' proposal and Committee's position thereon (.5); follow-up telephone calls with S. Cunningham, A. Keppler regarding information request condition to Committee's position (.3);	Krieger, A.	4.0

DATE	DESCRIPTION	NAME	HOURS
	telephone call with C. Lane regarding Committee's position on Debtors' pension payment motion as revised (.3); telephone call with Jay Sakalo regarding same, and PD Committee's position (.3); telephone call with C. Lane regarding Debtors' agreement to proposal and preparation of Order incorporating same (.1); prepared memorandum to LK, MW, others regarding Debtors' acceptance of Committee proposal (.3); exchanged memoranda with M. Wintner regarding Committee proposal (.2).		
07/15/2003	Office conference A. Keppler regarding advice regarding the Company's agreement to Committee's proposal (.2); memo to the Committee regarding same (0.2); telephone conference with J. Ellington regarding ex-officio status and asbestos reform legislation (.2); telephone call with C. Lane regarding confirmation of Debtors' agreement to Committee proposal (.1); exchanged memoranda with F. Monaco regarding pension resolution (.1); exchanged memoranda with W. Katchen regarding pension resolution (.1); memorandum from J. Anderson regarding resolution (.1).	Krieger, A.	1.0
07/16/2003	Review form of acknowledgement for J. Ellington re: ex-officio status for the DOJ (.2); review By-Laws re: "representative" point raised by J. Ellington (.3)	Krieger, A.	0.5
07/17/2003	Review By-laws and commonality of interest agreements and prepare form of acknowledgments for USA/DOJ, and revise commonality of interest Agreement (.8); memo to KP, LK re: substance of conversation with J. Ellington and proposed forms of Acknowledgment (.4); revised commonality of interest Agreement.	Krieger, A.	1.2
07/18/2003	Exchanged memoranda with M. Wintner re: proposed revised order (.2); t/c S. Cunningham re: proposed revised order (.2); further revise proposed order (.3); exchanged memo w/ T. Maher clarification on agreement terms (.1); memoranda to LK, MW re: further revised ordered paragraphs (.2); t/c C. Lane re:	Krieger, A.	1.4

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DATE	DESCRIPTION	NAME	HOURS
	comments to order (.4).		

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Fitzgerald, Christine	15.5	\$ 395	\$ 6,122.50
Krieger, Arlene	36.3	495	17,968.50
Kruger, Lewis	0.8	725	580.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 24,671.00
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TOTAL FOR THIS MATTER	\$ 24,671.00
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RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
07/01/2003	Prepare and serve May fee statement.	Caskadon, A.	3.0
07/11/2003	Review Fee Auditor's initial statement and prepare response to Fee Auditor's report (3.1); o/c(s) AC re: same (.3).	Krieger, A.	3.4
07/12/2003	Prepare draft of response to Fee Auditor's initial report to SSL's Eighth Quarterly Fee Application.	Krieger, A.	4.0
07/13/2003	Complete draft of response to Fee Auditor's initial report to SSL's Eighth Quarterly Fee Application.	Krieger, A.	5.6
07/14/2003	Continue to complete, review and revise SS&L response to the Fee Auditor's initial report on SSL's 8th Quarterly Fee Application (3.4); office conference (s) AC regarding expense back-up (.3).	Krieger, A.	3.7
07/15/2003	Finalize fee auditor response (.8); office conference with LK regarding same (.1); office conference with AC regarding transmission of same (.1); exchanged memorandum with S. Bourssey regarding response to fee auditor (.1); memo to AC regarding above (.1).	Krieger, A.	1.2
07/17/2003	Review/edit June fee detail.	Caskadon, A.	2.5
07/29/2003	Attended to review of fee statement detail.	Krieger, A.	1.0
07/31/2003	O/c A. Caskadon re: June 2003 time detail.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	5.5	\$ 180	\$ 990.00
Krieger, Arlene	19.0	495	9,405.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 10,395.00	
TOTAL FOR THIS MATTER		\$ 10,395.00	

RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
07/02/2003	Prepare and serve FTI's May bill (2.3); t/c local counsel re same (.2).	Caskadon, A.	2.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	2.5	\$ 180	\$ 450.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 450.00	

TOTAL FOR THIS MATTER	\$ 450.00
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RE	Employee Benefits, Pension 699843 0021
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DATE	DESCRIPTION	NAME	HOURS
07/01/2003	Office conference with M. Wintner regarding Debtors' pension payment authorization motion (.5); telephone call with C. Lane regarding request made for actuarial report and other documentation providing information for motion, and for conference call with actuary, counsel, in-house personnel to discuss (.1).	Krieger, A.	0.6
07/02/2003	Telephone conversation(s) with C. Lane regarding conference call with ERISA/Labor personnel, and actuary to discuss motion (.1); review selected portions of memo regarding pension liabilities in bankruptcy (.5); conferences with M. Wintner, reps for the Debtors AON consulting regarding pension plan motion (.6); telephone call with Jay Sakalo regarding Debtors' motion (.4); memorandum to C. Lane regarding documentation for conference call (.1).	Krieger, A.	1.7
07/02/2003	Review Debtors' Motion to authorize funding of Pension Plans (.6); telephone conference call with Arlene Krieger (SSL), Debtor and Debtors' counsel and actuary (Aon) re same. (.6).	Wintner, M.	1.2
07/03/2003	Memo to L. Hamilton regarding conversation with Debtors regarding pension motion (.2); telephone call with Hamilton regarding same (.3); exchanged memo with C. Lane regarding actuary reports (.1).	Krieger, A.	0.6
07/08/2003	T/c C. Lane re: pension plan motion (.1); t/c S. Cunningham, L. Hamilton re: pension plan motion (.2); t/c Jay Sakalo re: pension plan re: position of PD Committee (.4); memo to M. Wintner, LK re: above (.3); review NY Times Article re: pension plan regulations (.2)	Krieger, A.	1.2
07/09/2003	Review pension related materials received from Grace (.5); o/c MW re: same and draft memorandum to the Committee (.1); t/c Jay	Krieger, A.	0.7

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DATE	DESCRIPTION	NAME	HOURS
	Sakalo re: pension matter (.1).		
07/09/2003	Attention to Debtors' Motion seeking authority to make contributions to the Pension Plan in 2003 and 2004: review actuarial reports and calculations from Aon (1.0); office conference Arlene Krieger re legal and financial concerns of Debtors' proposal (.4), telephone conference call with Arlene Krieger, Tom Maher, Sean Cunningham re same (1.0); office conference with Lewis Kruger and Arlene Krieger re status of issue and arrangements for Creditors Committee conference call (.2); review case law (1.0).	Wintner, M.	3.6
07/10/2003	Office conference Arlene Krieger re Debtors' Motion to Authorize Pension Funding (.2); office conference A. Krieger and re preparation of Objection (.6); review case law and prepare for Creditors Committee conference call (.6); telephone Mark Levy and Arlene Krieger re tax cost of repatriation from overseas subsidiaries (0.2); telephone conference call with Creditors Committee re whether to file Objection to Pension Funding Motion (.6); follow-up with Arlene Krieger and Lewis Kruger re same (.2).	Wintner, M.	2.4
07/11/2003	Discussion with MSW re objection to funding of Debtors' Defined Benefit Plans.	Keppler, A.	0.3
07/11/2003	Conference call/office conference with A. Krieger, D. Siegel and M. Wintner regarding employment issues (.3); Office conference with A. Krieger and M. Wintner re: telephone call with D. Siegel of WR Grace regarding funding of pension contributions, amount required, service of funds and issue of overseas funds.	Kruger, L.	0.9
07/11/2003	Telephone conference Lewis Kruger (Stroock) and David Siegel re Creditors Committee reaction to Debtor's Motion to fund Pension Plans (.2); telephone conference Arlene Krieger, Debtor and Debtor's professionals re pension fund (1.0); telephone conference Arlene Krieger and FTI re same subject (.2); review tax analysis report concerning repatriation of funds from foreign subsidiaries (.6) review and revise status memo to	Wintner, M.	2.4

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DATE	DESCRIPTION	NAME	HOURS
	Committee (.4).		
07/13/2003	Review and revise draft Objection to Debtors' Motion for Authority to fund Retirement Plan (2.0).	Wintner, M.	2.0
07/14/2003	Cite check Committee's objection to Debtors' motion for an order authorizing Debtors to make contributions into the trust funding the defined benefit plans covering Debtors' employees.	Caskadon, A.	1.0
07/14/2003	Conference call A. Krieger, L. Kruger and Committee re accelerated funding of Defined Benefit plans and telephone A. Krieger re Committee decision (2); revise objection to accelerated funding and related research and telephone to MSW (1.2).	Keppler, A.	3.2
07/14/2003	Office conference with A. Krieger regarding issue of repatriation of funds as prelude to pension funding issues (.2); telephone call with T. Maher regarding same (.2); telephone conference with committee regarding debtor's repatriation and funding proposal for pension plan (.5).	Kruger, L.	0.9
07/14/2003	Telephone conference A. Keppler re revisions to draft Objection to Debtor's Motion for Authority to Fund Retirement Plan.	Wintner, M.	0.2
07/17/2003	Exchanged memoranda with C. Lane re: revised order authorizing pension payments (.1); review order and prepare revised provisions (.8); memo to MW, LK re: proposed revised form of order authorizing pension payments (.1); memo to S. Cunningham re: proposed order (.1); t/c S. Cunningham re: revised ordered provisions (.2).	Krieger, A.	1.3
07/17/2003	Office conference with A. Krieger and telephone call with D. Siegel regarding payment of pension funds through use of overseas liquidity.	Kruger, L.	0.3
07/17/2003	Review revised Order re Pension Plan funding.	Wintner, M.	0.2
07/23/2003	Review and revise draft Order to authorize pension plan funding in accordance with	Wintner, M.	0.3

DATE	DESCRIPTION	NAME	HOURS
	Debtor-Creditors Committees compromise (.3).		
07/24/2003	Review and further revise draft Order Authorizing Pension Plan Funding and e-mail comments to counsel for Debtor and PI Committee (.6).	Wintner, M.	0.6
07/25/2003	T/c M. Wintner re: status of discussions with Debtors' counsel regarding the pension payment authorization order.	Krieger, A.	0.1
07/29/2003	Attended to NY Times article re: pension plan rules under discussion (.2); memoranda to LK, MW re: above (.1).	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	1.0	\$ 180	\$ 180.00
Keppler, Abbey	3.5	495	1,732.50
Krieger, Arlene	6.5	495	3,217.50
Kruger, Lewis	2.1	725	1,522.50
Wintner, Mark	12.9	625	8,062.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 14,715.00	

TOTAL FOR THIS MATTER	\$ 14,715.00
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RE	Expenses 699843 0024
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MATTER DISBURSEMENT SUMMARY

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Outside Messenger Service	\$ 97.53
Meals	17.91
Local Transportation	23.62
Long Distance Telephone	73.75
Duplicating Costs-in House	744.60
Facsimile Charges	18.00
Westlaw	1085.92
Word Processing - Logit	240.00

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TOTAL DISBURSEMENTS/CHARGES	\$ 2,301.33
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TOTAL FOR THIS MATTER	\$ 2,301.33
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RE	Litigation and Litigation Consulting 699843 0034
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DATE	DESCRIPTION	NAME	HOURS
07/10/2003	Attend to J. Baer correspondence re: status of Sealed Air settlement and Debtors' position thereon (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.1	\$ 495	\$ 49.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 49.50	

TOTAL FOR THIS MATTER	\$ 49.50
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RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
07/25/2003	Attention to amended agenda and underlying matters for omnibus hearing (.4).	Pasquale, K.	0.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Pasquale, Kenneth	0.4	\$ 550	\$ 220.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 220.00	

TOTAL FOR THIS MATTER	\$ 220.00
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RE	Relief from Stay Proceedings 699843 0041
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DATE	DESCRIPTION	NAME	HOURS
07/08/2003	Attend to Costa and Thornburg motion for stay relief to prosecute appeal from their dismissal from False Claims Act litigation and pursue recovery for attorneys fees and expenses (.9); t/c C. Lane re: same (.2).	Krieger, A.	1.1
07/15/2003	Attended to Debtors' objection to Rodriguez and Nieves lift stay motion (.2); attended to Debtors' objection to Costa and Thornburg lift stay motion (1.1).	Krieger, A.	1.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	2.4	\$ 495	\$ 1,188.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,188.00	

TOTAL FOR THIS MATTER	\$ 1,188.00
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RE	Tax Issues 699843 0047
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DATE	DESCRIPTION	NAME	HOURS
07/10/2003	Pulled documents on foreign tax credits for Mark Levy to review (.3).	Brandes, R.	0.3
07/10/2003	Pension contributions - c/c Krieger and Wintner re consequences of distributions from foreign sale to fund pension contributions (.2); review documents, (.5); email Wintner (.1).	Levy, M.	0.8
07/14/2003	Funding of pension plans/DIP vs. distributions from foreign subs - Krieger memo (.1), FTI request for info from Blackstone (.1), re FTI calculations re impact of repatriation vs. DIP financing (.2).	Levy, M.	0.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Brandes, Ronnie H.	0.3	\$ 295	\$ 88.50
Levy, Mark	1.2	670	804.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 892.50	

TOTAL FOR THIS MATTER	\$ 892.50
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 79,090.50
TOTAL DISBURSEMENTS/CHARGES	\$ 2,301.33
TOTAL BILL	\$ 81,391.83

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.  
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

**WR GRACE & CO  
DISBURSEMENT SUMMARY  
JULY 1, 2003 - JULY 31, 2003**

Outside Messenger Service	\$ 97.53
Meals	17.91
Local Transportation	23.62
Long Distance Telephone	73.75
Duplicating Costs-in House	744.60
Facsimile Charges	18.00
Westlaw	1,085.92
Word Processing - Logit	240.00
<b>TOTAL</b>	<b>\$2,301.33</b>

## STROOCK

CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED for the period from July 1, 2003 through  
July 31, 2003, including:

DATE	DESCRIPTION	AMOUNT
<b>Outside Messenger Service</b>		
07/01/2003	FedEx Log 6/11/03 K Pasquale to The Hon Alfred Wolin	9.57
07/31/2003	FedEx Log 07/02/03 A.CASKADON TO F.PERCH	9.57
07/31/2003	FedEx Log 07/01/03 A.CASKADON TO S.CABAN	10.92
07/31/2003	FedEx Log 07/01/03 A.CASKADON TO D.SIEGAL	9.57
07/31/2003	FedEx Log 7/01/03 A.Caskadon to W.Smith	17.68
07/31/2003	FedEx Log 7/02/03 A.Caskadon to F.Perch	9.57
07/31/2003	FedEx Log 7/02/03 A.Caskadon to D.Siegal	9.57
07/31/2003	FedEx Log 7/02/03 A.Caskadon to S.Caban	9.57
07/31/2003	FedEx Log 7/02/03 A.Caskadon to W.Smith	11.51
<b>Outside Messenger Service Total</b>		<b>97.53</b>
<b>Meals</b>		
07/10/2003	VENDOR: Seamless Web; INVOICE#: 25358; DATE: 07/15/03 - Texas Rotisserie;	17.91
<b>Meals Total</b>		<b>17.91</b>
<b>Local Transportation</b>		
07/25/2003	NYC Two Ways Inc. FITZGERALD 07/10/03 21:27 M from 180 MAIDEN to 230 CENTRA	23.62

DATE	DESCRIPTION	AMOUNT
<b>Local Transportation Total</b>		<b>23.62</b>
<b>Long Distance Telephone</b>		
07/01/2003	EXTN.5544, TEL.312-861-2000, S.T.17:55, DUR.03:06	1.55
07/01/2003	EXTN.5562, TEL.302-657-4942, S.T.18:27, DUR.00:42	0.39
07/01/2003	EXTN.6495, TEL.302-657-4924, S.T.15:04, DUR.00:54	0.39
07/02/2003	EXTN.5544, TEL.312-861-3268, S.T.10:41, DUR.01:24	0.78
07/02/2003	EXTN.5544, TEL.305-375-6156, S.T.14:47, DUR.00:54	0.39
07/08/2003	EXTN.5544, TEL.312-861-2000, S.T.14:49, DUR.01:36	0.78
07/08/2003	EXTN.5544, TEL.201-556-4040, S.T.16:09, DUR.27:48	10.86
07/08/2003	EXTN.5544, TEL.305-375-6156, S.T.18:04, DUR.13:00	5.04
07/09/2003	EXTN.4020, TEL.201-556-4040, S.T.17:03, DUR.29:36	11.64
07/09/2003	EXTN.5544, TEL.305-375-6156, S.T.15:38, DUR.00:36	0.39
07/10/2003	EXTN.3544, TEL.201-556-4021, S.T.14:42, DUR.00:48	0.39
07/10/2003	EXTN.5544, TEL.201-703-4125, S.T.16:39, DUR.00:30	0.39
07/10/2003	EXTN.5544, TEL.305-375-6156, S.T.17:54, DUR.00:24	0.39
07/10/2003	EXTN.5760, TEL.703-273-6165, S.T.13:22, DUR.00:42	0.39
07/11/2003	EXTN.3544, TEL.312-861-3268, S.T.16:06, DUR.27:48	10.86
07/11/2003	EXTN.3544, TEL.201-556-4045, S.T.17:18, DUR.02:06	1.16
07/11/2003	EXTN.5431, TEL.410-531-4170, S.T.10:32, DUR.07:42	3.10
07/11/2003	EXTN.5544, TEL.305-375-6156, S.T.17:46, DUR.00:18	0.39
07/11/2003	EXTN.6020, TEL.201-556-4040, S.T.15:48, DUR.02:00	0.78
07/11/2003	EXTN.6020, TEL.201-556-4040, S.T.15:51, DUR.07:30	3.10
07/14/2003	EXTN.5544, TEL.302-656-8162, S.T.16:35, DUR.01:00	0.39
07/14/2003	EXTN.5544, TEL.201-556-4040, S.T.16:50, DUR.10:42	4.27
07/14/2003	EXTN.5544, TEL.312-861-2000, S.T.17:02, DUR.09:36	3.88



DATE	DESCRIPTION	AMOUNT
07/14/2003	EXTN.5544, TEL.305-375-6156, S.T.17:15, DUR.07:12	3.10
07/17/2003	EXTN.5431, TEL.410-531-4000, S.T.15:58, DUR.06:54	2.72
07/24/2003	EXTN.5430, TEL.201-556-4040, S.T.11:29, DUR.00:24	0.39
07/24/2003	EXTN.6020, TEL.201-556-4040, S.T.15:39, DUR.02:12	1.16
07/24/2003	EXTN.6076, TEL.201-556-4040, S.T.15:42, DUR.01:36	0.78
07/24/2003	EXTN.6076, TEL.201-556-4040, S.T.15:49, DUR.01:06	0.78
07/24/2003	EXTN.6076, TEL.201-556-4040, S.T.16:58, DUR.00:48	0.39
07/28/2003	EXTN.5760, TEL.312-861-2162, S.T.16:53, DUR.00:54	0.39
07/29/2003	EXTN.5544, TEL.508-394-0656, S.T.11:57, DUR.01:42	0.78
07/30/2003	EXTN.5431, TEL.312-861-2162, S.T.14:46, DUR.00:48	0.39
07/31/2003	EXTN.6495, TEL.507-333-4396, S.T.11:07, DUR.01:54	0.78
07/31/2003	EXTN.6495, TEL.508-394-0656, S.T.16:14, DUR.00:30	0.39

**Long Distance Telephone Total****73.75****Duplicating Costs-in House**

07/01/2003	9.20
07/01/2003	14.80
07/01/2003	1.80
07/02/2003	10.40
07/07/2003	24.20
07/08/2003	79.80
07/09/2003	4.90
07/09/2003	10.40
07/09/2003	0.90
07/09/2003	1.20
07/09/2003	211.00

DATE	DESCRIPTION	AMOUNT
07/09/2003		0.20
07/10/2003		0.60
07/10/2003		3.50
07/10/2003		1.00
07/10/2003		2.60
07/10/2003		13.50
07/11/2003		244.70
07/11/2003		0.20
07/17/2003		2.40
07/21/2003		8.90
07/22/2003		5.00
07/22/2003		5.00
07/22/2003		-5.00
07/24/2003		89.70
07/24/2003		89.70
07/24/2003		-89.70
07/25/2003		3.70
07/25/2003		3.70
07/25/2003		-3.70
<b>Duplicating Costs-in House Total</b>		<b>744.60</b>
<b>Facsimile Charges</b>		
07/13/2003	FAX # 212-570-1803	18.00
<b>Facsimile Charges Total</b>		<b>18.00</b>

DATE	DESCRIPTION	AMOUNT
<b>Westlaw</b>		
07/10/2003	; Duration 0:00:00; By KRIEGER ARLENE G	44.25
07/10/2003	; Duration 1:25:49; By FITZGERALD CHRISTINE R	668.39
07/11/2003	; Duration 0:20:32; By FITZGERALD CHRISTINE R	153.20
07/14/2003	; Duration 0:35:24; By CALVO, FERNANDO	220.08
<b>Westlaw Total</b>		<b>1,085.92</b>

**Word Processing - Logit**

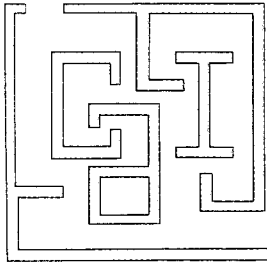
07/13/2003		42.00
07/13/2003		48.00
07/13/2003		78.00
07/13/2003		30.00
07/13/2003		42.00
<b>Word Processing - Logit Total</b>		<b>240.00</b>

## BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 97.53
Meals	17.91
Local Transportation	23.62
Long Distance Telephone	73.75
Duplicating Costs-in House	744.60
Facsimile Charges	18.00
Westlaw	1085.92
Word Processing - Logit	240.00

<b>TOTAL DISBURSEMENTS/CHARGES</b>	<b>\$ 2,301.33</b>
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Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.  
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



Chambers Associates Incorporated

A Subsidiary of Navigant Consulting

805 15th Street, N.W.  
Suite 500  
Washington, D.C. 20005  
(202) 371-9770  
FAX (202) 371-6601

July 25, 2003

Stroock, Stroock & Lavan, LLP  
180 Maiden Lane  
New York, New York 10038

Attention: Kenneth Pasquale

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*For Services Rendered For  
W. R. Grace Creditor's Committee - June 2003*

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**Professional Fees:**

LC	6.50 hrs. @ \$510	\$3,315.00
MA	16.60 hrs. @ \$280	4,648.00
MSL	1.10 hrs. @ \$250	275.00
BLB	3.75 hrs. @ \$225	843.75
MR	8.00 hrs. @ \$210	1,680.00
KZ	4.00 hrs. @ \$190	760.00
JA	22.50 hrs. @ \$120	<u>2,700.00</u>

**Total Professional Fees** ..... **\$14,221.75**

**Expenses:**

Federal Express	\$52.50
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**Total Expenses** ..... **\$52.50**

**Total Amount Due for June Services and Expenses** ..... **\$14,274.25**

**Outstanding Invoices:**

September 28, 2002	\$5,046.70
October 30, 2002	771.50
November 28, 2002	1,780.75
March 24, 2003	1,077.80
April 28, 2003	2,043.00
May 20, 2003	3,830.50
June 20, 2003	<u>61,775.37</u>

**Total Outstanding Invoices** ..... **\$76,305.62**

**Total Amount Due for June Services, Expenses and Outstanding Invoices** ..... **\$90,579.87**

<b>Timekeeper</b>	<b>Work Date</b>	<b>Hours</b>	<b>Narrative</b>
ANGUIANO, JAMIE	6/02/2003	8.00	Pull key information from researched documents and enter them into the site summaries. Three hole punch documents and put them into the binders with corresponding site. Update the requested document with additional information to be requested. Start to look through the Consent Decree for Wells G&H.
RULE, MICHELLE	6/02/2003	6.80	Reviewing ALL Casmalia CDs from California for info.
RULE, MICHELLE	6/02/2003	1.20	Meeting with staff re: progress of site profiles, etc.
ZICKERT, KATHLEEN	6/02/2003	0.40	Discussions with the EPA
ZICKERT, KATHLEEN	6/02/2003	1.20	Team meeting with staff regarding case status and workplan
ZICKERT, KATHLEEN	6/02/2003	2.40	Reviewing index and selecting documents from EPA for OII.
ANGUIANO, JAMIE	6/03/2003	2.00	Read through Consent Decree for Wells G&H and enter any additional information to site.
ATLAS, MARK	6/04/2003	7.90	Analysis of asbestos reform impact on legislation (Pro rata to creditor's bankruptcy committee)
CHAMBERS, LETITIA	6/04/2003	2.00	Monitor asbestos legislation - attend hearing - pro rata -
ATLAS, MARK	6/04/2003	0.20	Memorandum to P. McGrath, M. Rule, and K. Zickert re: descriptions of tasks for proforma
ATLAS, MARK	6/05/2003	4.20	Analysis of asbestos reform impact on legislation (Pro rata to creditor's bankruptcy committee)
ATLAS, MARK	6/06/2003	0.30	Reviewed and edited proforma
BAKER, BRUCE	06/06/2003	3.75	Calibrate Model.
ANGUIANO, JAMIE	6/09/2003	0.60	Start the review of OII cd from EPA.
ANGUIANO, JAMIE	6/10/2003	3.20	Review the CD from the EPA. The CD is for Operating Industries.
ATLAS, MARK	6/11/2003	0.20	Reviewed Stroock memorandum re: Fresenius settlement agreement
ANGUIANO, JAMIE	6/11/2003	2.50	Review printed documents for OII.
ANGUIANO, JAMIE	6/11/2003	0.60	Change summary binder coverpages due to reorganizing the binders. With OIIs new documents from the CD, there needed to be another binder.
ANGUIANO, JAMIE	6/11/2003	1.60	Organize additional information from the documents on the CD and add it to the summary of OII.
ANGUIANO, JAMIE	6/12/2003	2.00	Create an excel file to research tasks completed.
ANGUIANO, JAMIE	6/12/2003	1.50	Read through Lexus Nexus pamphlet to learn how to

<b>Timekeeper</b>	<b>Work Date</b>	<b>Hours</b>	<b>Narrative</b>
			search for specified information on sites.
ATLAS, MARK	6/12/2003	0.40	Reviewed revised Grace proforma
ATLAS, MARK	6/12/2003	0.30	Memorandum to M. Rule re: revisions needed in Grace proforma
ATLAS, MARK	6/13/2003	0.70	Edited current proforma
CHAMBERS, LETITIA	6/16/2003	1.00	Monitor Legislation
ANGUIANO, JAMIE	6/16/2003	0.50	Entered additional Superfund Budget information to various sites.
CHAMBERS, LETITIA	6/18/2003	1.00	Pro-rata - monitor and review legislative amendments
LYMAN, MARY	6/18/2003	0.40	Download, read, and print amendments to Hatch bill
CHAMBERS, LETITIA	6/19/2003	1.40	Monitored and review amendments to legislation
CHAMBERS, LETITIA	6/24/2003	1.10	Monitor legislation; update clients (pro rata)
LYMAN, MARY	6/27/2003	0.70	Update Hatch bill
ATLAS, MARK	6/30/2003	2.40	Analysis of asbestos reform impact on legislation (Pro rata to creditor's bankruptcy committee)

# Proforma

Project: W'r Grace Creditor's Committee  
 Project No.: 113758  
 Client: Stroock & Stroock & Lavan

Date Range: Inception TO 06/30/03

Proforma No.: 230309  
 Proforma Date: 07/24/03  
 Currency: DO

Fee Totals:

58.70

12,880.00

## COST SUMMARY BY CODE

Code	Description	Amount
FEDEX	Overnight Delivery/Courier	52.50

Disbursements Total:

52.50

## COST DETAIL

Task Code: 0.00		Acct	Invoice	Trans.	Task		Check	Status	Index	Voucher	Bill?
Vendor Name	Code	Period	Date	Date	Amount	Narrative	Task	Check	Status	Index	Bill?
FEDERAL EXPRESS	FEDEX	0703	6/17/2003	6/6/2003	13.04	From: SUPERFUND RECORDS CTR ASRC AEROSPACE CORP SAN FRANCISCO, CA 94105 To: KATIE ZICKERT CHICAGO IL 60604 on 06/06/2003 at 0839 Delivery Code: A1	0	1076765	B	2487191	Y   H   I   B   O
FEDERAL EXPRESS	FEDEX	0703	6/10/2003	6/3/2003	13.04	From: SUPER FUND RECORDS CENTER ASRC AEROSPACE SAN FRANCISCO, CA 94105 To: KATIE ZICKERT ATTBI COM CHICAGO IL 60604 on 06/03/2003 at 0917 Delivery Code: A1	0	1076279	B	2484856	Y   H   I   B   O
SUBTOTAL TASK: 0.00					26.08						

Task Code: 2.00		Acct	Invoice	Trans.	Task		Check	Status	Index	Voucher	Bill?
Vendor Name	Code	Period	Date	Date	Amount	Narrative	Task	Check	Status	Index	Bill?
FEDERAL EXPRESS	FEDEX	0603	6/4/2003	5/28/2003	26.42	From: CHRIS ALBERT NAVIGANT CONSULTING INC BOSTON, MA 021101904 To: MICHELLE RULE NAVIGANT CONSULTING CHICAGO IL 60604 on 05/28/2003 at 0838 Delivery Code: A1	2	1075819	B	2461097	Y   H   I   B   O
SUBTOTAL TASK: 2.00					26.42						